

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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March 25, 2002

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 18364-C FILED
APR 5 '02 1-34 PM
SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are three (3) originals of the Memorandum of Amendment to Lease dated as of May 2, 2001 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: IMC Salt Inc.
8300 College Boulevard
Overland Park, KS 66210

A short summary of the document to appear in the index follows:

Memorandum of Amendment of the Lease of Railroad Equipment dated as of May 2, 2001 to evidence Amendment No. 4 dated as of May 2, 2001 to the Lease of Railroad Equipment dated as of March 29, 1993 between Helm-Pacific Leasing as Lessor and IMC Salt Inc. (f.k.a. North American Salt Company) as Lessee, covering 53 boxcars bearing the reporting mark and numbers HCGX 1000, 1001, 1003-1017, 1019-1051, 1053-1055.

Please file this Memorandum of Amendment to the Lease of Railroad Equipment as a supplementary document to Recordation No. 18364 filed on August 16, 1993 and return two (2) stamped originals to my attention. The filing fee of \$28.00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

18364-C 134

EXHIBIT A

To Amendment No. 4 dated May 2, 2001 to the Lease of Railroad Equipment dated as of March 29, 1993 between Helm-Pacific Leasing and IMC Salt Inc. (f.k.a. North American Salt Company)

MEMORANDUM OF
AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF THE LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of May 2, 2001 is intended to evidence Amendment No. 4 dated as of May 2, 2001 ("Amendment No. 4") to the Lease of Railroad Equipment dated as of March 29, 1993, as amended ("Lease"), between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and IMC SALT INC. (f.k.a. North American Salt Company), a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. The Lease was filed with the STB on August 16, 1993 under STB Recordation No. 18364. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: David R. Eckles
Name: David R. Eckles
Title: Chief Executive Officer

LESSEE

IMC SALT INC. (f.k.a. North American
Salt Company)

By: Stephen K. Hummel
Name: STEPHEN K. HUMMEL
Title: DIRECTOR OF LOGISTICS

By: Union Pacific Venture Leasing,
Incorporated, a General Partner

By: Joseph E. O'Connor, Jr.
Name: Joseph E. O'Connor, Jr.
Title: President

RECORDATION NO. 18364C FILED

APR 5 '02 1-34 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Fifty-three (53), XL boxcars.

Unit Numbers:

HCGX 1000, 1001, 1003-1017, 1019-1051, 1053-1055

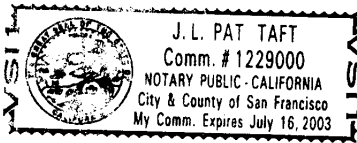
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 17, 2001, before me, J. L. Pat Taft, personally
appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC CORPORATION**,

☒ personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.



Witness my hand and official seal.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On September 7, 2001, before me, Sheryl L. Alvey, personally
appeared Joseph E. O'Connor Jr., President of **UNION PACIFIC VENTURE LEASING,**
INCORPORATED,

☒ personally known to me -OR-

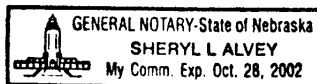
___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

Witness my hand and official seal.

Sheryl L. Alvey
SIGNATURE OF THE NOTARY

[Notarial Seal]



STATE OF KANSAS)
) S.S.
COUNTY OF JOHNSON)

On July 27th, 2001, before me, Brenda K. Lewis, personally
appeared Steve Hansen, Director of Logistics of **IMC SALT INC. (f.k.a.**
North American Salt Company),

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

Witness my hand and official seal.

Brenda K. Lewis
SIGNATURE OF THE NOTARY

[Notarial Seal]